FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

RECEIVED

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13937/9 FORM D NOTICE OF SALE OF SECURITIES PROPERTY TO REGULATION D. 1 5 2007

SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Private placement of limited partnership interests in White Oak Guggenheim Aerospace and Defense Fund (FF), L.P. Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 **⊠** Rule 506 Section 4(6) □ ULOE Type of Filing: New Filing ☐ Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) White Oak Guggenheim Aerospace and Defense Fund (FF), L.P. Telephone Number (Including Area Code) Address of Executive Offices (Number and Street, City, State, Zip Code) 404-875-9994 600 Galleria Parkway, Suite 1400, Atlanta, GA 30339 (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (if different from Executive Offices) Brief Description of Business Investing in the senior equity or debt securities of private or, in some cases, publicly traded companies. Type of Business Organization corporation □ limited partnership, already formed other (please specify): ■ business trust ☐ limited partnership, to be formed MAR 2 0 2007 Month Year Actual or Estimated Date of Incorporation or Organization: 6 □ Estimated THOMSON Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: FINANCIA CN for Canada: FN for other foreign jurisdiction) DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and • Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner ☐ Executive Officer ☐ Director ⊠ General and/or Managing Partner Full Name (Last name first, if individual) White Oak Guggenheim Capital Partners, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 600 Galleria Parkway, Suite 1400, Atlanta, GA 30339 ☐ Director Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner ☐ Executive Officer ☑ Member of GP Full Name (Last name first, if individual) Mykityshyn, Mark G. Business or Residence Address (Number and Street, City, State, Zip Code) 600 Galleria Parkway, Suite 1400, Atlanta, GA 30339 ■ Executive Officer □ Director Member of GP Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Full Name (Last name first, if individual) Melton, Christopher C., Sr. Business or Residence Address (Number and Street, City, State, Zip Code) 600 Galleria Parkway, Suite 1400, Atlanta, GA 30339 ☐Beneficial Owner ☐ Executive Officer □ Director Member of GP Check Box(es) that Apply: Promoter Full Name (Last name first, if individual) Guggenheim Partners, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 135 East 57th Street, New York, NY 10022 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
1. Has	the issuer s	old, or doe		r intend to					_		Yes	No
2. Wha	ıt is the mir	nimum inve	stment tha	it will be ac	cepted from	m any indi	vidua!?		.,		\$5	,000,000*
 Does Ente commoffer and/masso 	s the offering or the information or ring. If a poor with a st ciated person	ng permit jo nation requ similar rem erson to be ate or state ons of such	oint owner sested for enumeration listed is and is, list the model of	ship of a si each person for solicita a associated name of the or dealer, you	mgle unit?. who has betion of pured person or broker or our may set	een or will chasers in o agent of a dealer. If n forth the in	be paid or connection broker or d nore than fi nformation	given, dire with sales lealer regis ve (5) pers	ectly or indi of securitie tered with ons to be li	es in the the SEC sted are	Yes ⊠	No
Full Na	me (Last na	ame first, i	f individua	d)					_			
Busines 135		ence Addre Street, Nev	ss (Numbe v York, NY	er and Stree	t, City, Sta	te, Zip Coo	le)					
				cited or Inte							. 🛛 AI	l States
[AL] [IL] [MT]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SDI	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	(HI) [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E OF PROCEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount a "none" or "zero." If the transaction is an exchange offering, check this box \(\square\$ and indicate in the securities offered for exchange and already exchanged	the columns belo	г "(iw 1	he amounts of
	Type of Security	Aggregate Offering Price	e	Amount Already Sold
	Debt	\$- 0-		\$-0-
	Equity	\$- 0-		\$-0-
	☐ Common ☐ Preferred	•		
	Convertible Securities (including warrants)	\$- 0-		\$-0-
	Partnership Interests	\$150,000,000 [†]		\$43,875,000 [†]
	Other (specify)	\$-0-		\$-0-
	Total	\$150,000,000 [†]		\$43,875,000 [†]
	Answer also in Appendix, Column 3, if filing under ULOE.			-
2.	Enter the number of accredited and non-accredited investors who have purchased securities dollar amounts of their purchases. For offerings under Rule 504, indicate the number of per and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "r	sons who have pu		nased securities
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	13		\$30,200,000
	Non-accredited Investors	-0-		\$ -0-
	Total (for filings under Rule 504 only)	-0-		\$-0-
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all s in offerings of the types indicated in the twelve (12) months prior to the first sale of securities by type listed in Part C – Question 1.			
		Type of Security	,	Dollar Amount
	Type of Offering			Sold
	Rule 505			\$0
	Regulation A	····		\$ 0
	Rule 504			<u>\$0</u>
	Total			<u>\$0</u>
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the se amounts relating solely to organization expenses of the issuer. The information may be given If the amount of an expenditure is not known, furnish an estimate and check the box to the least the least organization.	n as subject to fut eft of the estimate	ure	ng. Exclude contingencies.
	Transfer Agent's Fees		\Box	\$0
	Printing and Engraving Costs		Ø	\$15,000 [†]
	Legal Fees		\boxtimes	\$400,000 [†]
	Accounting Fees		\boxtimes	\$50,000 [†]
	Engineering Fees			\$0
	Sales Commission (specify finders' fees separately)			\$0
	Other Expenses (identify) organizational expenses and blue sky fees			\$0
	Total		X	\$465,000 [†]

[†]Includes amounts in respect of the issuer's parallel entity, White Oak Guggenheim Aerospace and Defense Fund, L.P., a Delaware limited partnership.

Ъ.	Enter the difference between the aggre 1 and total expenses furnished in responsed in adjusted gross proceeds to the issuer.	\$149,535,000				
5.	each of the purposes shown. If the amo	ted proceeds to the issuer used or proposed to be count for any purpose is not known, furnish an esting. The total of the payments listed must equal the a response to Part $C - Question 4.b$ above.	nate and	i		
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees		🛛	<u>s *† </u>		\$
	Purchase of real estate		🗆	\$		\$
	Purchase, rental or leasing and inst	allation of machinery and equipment	🗆	\$		\$
	Construction or leasing of plant bu	ildings and facilities	🗖	\$		\$
	offering that may be used in exchain	cluding the value of securities involved in this nge for the assets or securities of another issuer	🗖	<u>s</u>		<u>\$</u>
	Repayment of indebtedness		🗆	<u>s</u>		<u>\$</u>
	Working capital		🗆	<u>\$</u>		\$
	Other (specify): Investment capita	to be used for the issuer's investments	🗆	\$	\boxtimes	\$149,535,000**
			🗖	\$		<u>s</u>
	Column Totals		🛛	s * [†]	\boxtimes	\$149,535,000 ** 1
	Total Payments Listed (column tot	×149,535,000** 1				
	*The General Partner will receive advance, equal to 2% of aggrega	a management fee payable semi-annually in te commitments.				
	**Minus the management fee desc	ribed above.				
		sissuer's parallel entity, White Oak Guggenheim P., a Delaware limited partnership.				
		D. FEDERAL SIGNATURE		- 		 -
fol	lowing signature constitutes an undertak	signed by the undersigned duly authorized person ling by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pure	and Exc	hange Commiss	ion, u	pon written
Iss	uer (Print or Type)	Signature	<u> </u>	Date		
	nite Oak Guggenheim Aerospace and Defense Fund (FF), L.P.	Mad Mylodyshys	I	February 26 , 20	07	
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)			fig	
N 4-	sale C. Medeiturghum	By: White Oak Guggenheim Capital Partners By: Mark G. Mykityshyn, Managing Member		generai partner o	1 1SSU	=1,
IVI	ark G. Mykityshyn					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized persons.

Issuer (Print or Type)	Signature	Date				
White Oak Guggenheim Aerospace and Defense Fund (FF), L.P.	Title of Signer (Print or Type)	February Zia 2007				
Name of Signer (Print or Type)	Title of Signer (Print or Type)	<u> </u>				
	By: White Oak Guggenheim Capital Partners, LLC, general partner of issuer;					
Mark G. Mykityshyn	By: Mark G. Mykityshyn, Managing Member					

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	1 2		2 3 4						5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		⊠	N/A	-0-	-0-	-0-	-0-		Ø	
AK		Ø	N/A	-0-	-0-	-0-	-0-		Ø	
AZ		×	Limited partnership interests	1	\$1,000,000	-0-	-0-		Ø	
AR			N/A	-0-	-0-	-0-	-0-		×	
CA		⊠	Limited partnership interests	2	\$1,250,000	-0-	-0-		Ø	
СО		×	N/A	-0-	-0-	-0-	-0-		×	
СТ		M	N/A	-0-	-0	-0-	-0-		Ø	
DE			N/A	-0-	-0-	-0-	-0-		×	
DC		×	N/A	-0-	-0-	-0-	-0-		Ø	
FL		×	N/A	-0-	-0-	-0-	-0-		⋈	
GA		⊠	Limited partnership interests	5	\$950,000	-0-	-0-		⊠	
ні		×	N/A	-0-	-0-	-0-	-0-		Ø	
ID		Ø	N/A	-0-	-0-	-0-	-0-		⋈	
IL		×	N/A	-0-	-0-	-0-	-0-		⊠	
IN		X	N/A	-0-	-0-	-0-	-0-		Ø	
lA		×	N/A	-0-	-0-	-0-	-0-		Ø	
KS		×	N/A	-0-	- 0-	-0-	-0-		Ø	
KY		×	N/A	-0-	-0-	-0-	-0-		⊠	
LA		×	N/A	-0-	-0-	-0-	-0-		Ø	
ME		×	N/A	-0-	- ()-	-0-	-0-		Ø	
MD		×	N/A	-0-	-0-	-0-	-0-		⊠	
МА		×	N/A	-0-	-0-	-0-	-0-		⊠	
MI		×	N/A	-0-	-0-	-0-	-0-		☒	
MN		×	N/A	-0-	-0-	-0-	-0-		☒	
MS		⊠	N/A	-0-	-0-	-0-	-0-		⊠	
МО		×	N/A	-0-	-0-	-0-	-0-		⊠	
МТ		⊠	N/A	-0-	-0-	-0-	-0-		⊠	

APPENDIX

1 2 3 4 5									
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NE		⊠	N/A	-0-	-0-	-0-	-0-		
NV		⊠	N/A	-0-	-0-	-0-	-0-		⊠
NH		⋈	N/A	-0-	-0-	-0-	-0-		
NJ		⊠	Limited partnership interests	1	\$250,000	-0-	-0-		ឪ
NM		⊠	N/A	-0-	-0-	-0-	-0-		☒
NY		⊠	Limited partnership interests	1	\$25,000,000	-0-	-0-		Ø
NC		⊠	Limited partnership interests	1	\$ 750,000	-0-	-0-		⊠
ND		×	N/A	-0-	-0-	-0-	-0-		Ø
ОН		×	N/A	-0-	-0-	-0-	-0-		×
ок		×	N/A	-0-	-0-	-0-	-0-		×
OR		Ø	N/A	-0-	-0-	-0-	-0-		×
PA		Ø	N/A	-0-	-0-	-0-	-0-		
RI		⊠	N/A	-0-	-0-	-0-	-0-		☒
SC		⊠	N/A	-0-	-0-	-0-	- 0-		×
SD		⊠	N/A	-0-	-0-	-0-	-0-		×
TN		⊠	N/A	-0-	-0-	-0-	-0-		×
TX		⊠	Limited partnership interests	2	\$1,000,000	-0-	-0-		Ø
UT		⊠	N/A	-0-	-0-	-0-	-0		⊠
VT		×	N/A	-0-	-0-	-0-	-0-		×
VA		⊠	N/A	-0-	-0-	-0-	-0-		×
WA		⊠	N/A	-0-	-0-	-0-	-0-		\boxtimes
wv		Ø	N/A	-0-	-0-	-0-	-0-		⊠
WI		⊠	N/A	0	-0-	-0-	-0-		☒
WY		⊠	N/A	-0-	-0-	-0-	-0-		⊠
PR		×	N/A	-0-	-0-	-0-	-0-		

